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ARUZE USA, INC. and UNIVERSAL
ENTERTAINMENT CORPORATION
**admitted pro hac vice*
*** will comply with Local Rule 10-2 governing pro hac*
vice petitions within the required timeframe

**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

WYNN RESORTS, LIMITED, a Nevada
Corporation,

Plaintiff,

vs.

KAZUO OKADA, an individual, ARUZE
USA, INC., a Nevada corporation,
UNIVERSAL ENTERTAINMENT
CORP., a Japanese corporation,

Defendants.

CASE NO: 2:12-cv-00400-LRH -PAL

**DECLARATION OF HOWARD M.
PRIVETTE IN SUPPORT OF
MOTION FOR PRELIMINARY
INJUNCTION BY ARUZE USA, INC.
AND UNIVERSAL
ENTERTAINMENT CORPORATION**

ARUZE USA, INC., a Nevada
corporation, UNIVERSAL
ENTERTAINMENT CORP.,
a Japanese corporation

Counterclaimants,

vs.

WYNN RESORTS, LIMITED, a Nevada
corporation, STEPHEN A. WYNN, an
individual, KIMMARIE SINATRA, an
individual, LINDA CHEN, an individual,
RAY R. IRANI, an individual, RUSSELL
GOLDSMITH, an individual, ROBERT J.
MILLER, an individual, JOHN A.
MORAN, an individual, MARC D.
SCHORR, an individual, ALVIN V.
SHOEMAKER, an individual, D. BOONE
WAYSON, an individual, ELAINE P.
WYNN, an individual, ALLAN ZEMAN,
an individual,

Counterdefendants

DECLARATION OF HOWARD M. PRIVETTE

I, HOWARD M. PRIVETTE, declare as follows:

I am an attorney at law, licensed to practice before the courts of the State of California and admitted to practice before this Court *pro hac vice*. I am a partner in the law firm of Paul Hastings LLP, counsel for Defendants and Counterclaimants Aruze USA, Inc. ("Aruze USA") and Universal Entertainment Corporation ("Universal"). I make this declaration in support of the Motion for Preliminary Injunction concurrently filed herewith. I have personal knowledge of the following facts, and if called upon to do so, I could and would testify competently to the matters set forth herein.

1. Attached hereto as Exhibit "A" is a true and correct copy of the document entitled Amended and Restated Operating Agreement of Valvino Lamore, LLC dated October 3, 2000, which was publicly filed with the U.S. Securities and Exchange Commission ("SEC") on September 18, 2002 as Exhibit 10.33 to Wynn Resorts'

1 Amendment No. 3 to Form S-1 Registration Statement. This document was obtained by
2 my office from the EDGAR website publicly maintained by the SEC.

3 2. Attached hereto as Exhibit "B" is a true and correct copy of the
4 document entitled Third Amendment to the Amended and Restated Operating Agreement
5 of Valvino Lamore dated April 11, 2002, which was publicly filed with the SEC on
6 September 18, 2002 as Exhibit 10.36 to Wynn Resorts' Amendment No. 3 to Form S-1
7 Registration Statement. This document was obtained by my office from the EDGAR
8 website publicly maintained by the SEC.

9 3. Attached hereto as Exhibit "C" is a true and correct copy of the
10 document entitled Contribution Agreement dated June 2002, which was publicly filed
11 with the SEC on August 20, 2002 as Exhibit 10.17 to Wynn Resorts' Amendment No. 1 to
12 Form S-1 Registration Statement. This document was obtained by my office from the
13 EDGAR website publicly maintained by the SEC.

14 4. Attached hereto as Exhibit "D" is a true and correct copy of Wynn
15 Resorts' Schedule 14A Information Statement, which was publicly filed with the SEC on
16 April 21, 2003 and was obtained by my office from the EDGAR website publicly
17 maintained by the SEC.

18 5. Attached hereto as Exhibit "E" is a true and correct copy of the
19 document entitled Schedule 13D/A filed on behalf of Aruze USA, Universal, and
20 Mr. Kazuo Okada, which was publicly filed with the SEC on January 6, 2010 and was
21 obtained by my office from the EDGAR website publicly maintained by the SEC.

22 6. Attached hereto as Exhibit "F" is a true and correct copy of the
23 document entitled Stockholders Agreement dated April 11, 2002, which was publicly filed
24 with the SEC on June 17, 2002 as Exhibit 10.10 to Wynn Resorts' Form S-1 Registration
25 Statement. This document was obtained by my office from the EDGAR website publicly
26 maintained by the SEC.

27 7. Attached hereto as Exhibit "G" is a true and correct copy of the
28 document entitled Amended and Restated Stockholders Agreement dated January 6, 2010,

1 which was publicly filed with the SEC on January 6, 2010 as Exhibit 7 to the Schedule
2 13D/A filed on behalf of Mr. Stephen A Wynn and Ms. Elaine P. Wynn. This document
3 was obtained by my office from the EDGAR website publicly maintained by the SEC.

4 8. Attached hereto as Exhibit "H" is a true and correct copy of a Wynn
5 Resorts press release, dated February 19, 2012, entitled "Wynn Resorts Board Concludes
6 Year-Long Investigation of Kazuo Okada after Receiving Freeh Report Detailing
7 Numerous Apparent Violations of U.S. Anti-Corruption Laws." This document was
8 attached as Exhibit 99.1 to Wynn Resorts' Form 8-K, which was publicly filed with the
9 SEC on February 21, 2012 and was obtained by my office from the EDGAR website
10 publicly maintained by the SEC.

11 9. Attached hereto as Exhibit "I" is a true and correct copy of Wynn
12 Resorts, Limited's Schedule 14A Proxy Statement, which was publicly filed with the SEC
13 on March 7, 2012 and was obtained by my office from the EDGAR website publicly
14 maintained by the SEC.

15 10. Attached hereto as Exhibit "J" is a true and correct copy of Wynn
16 Resorts, Limited's Fourth Amended and Restated Bylaws dated November 13, 2006,
17 which was obtained by my office from Wynn Resorts' website.

18 11. Attached hereto as Exhibit "K" is a true and correct copy of relevant
19 excerpts of Wynn Resorts' 2011 Amended Form 10-K, which was filed with the SEC on
20 April 30, 2012 and was obtained by my office from the EDGAR website publicly
21 maintained by the SEC.

22 12. Attached hereto as Exhibit "L" is a true and correct copy of the
23 Articles of Incorporation of Wynn Resorts, Limited dated June 3, 2002, which was
24 publicly filed with the SEC on June 17, 2002 as Exhibit 3.1 to Wynn Resorts' Form S-1
25 Registration Statement. This document was obtained by my office from the EDGAR
26 website publicly maintained by the SEC.

27 13. Attached hereto as Exhibit "M" is a true and correct copy of the
28 Amended and Restated Articles of Incorporation of Wynn Resorts which was filed with

1 the Nevada Secretary of State on September 10, 2002 and was obtained by my office from
2 the Nevada Secretary of State.

3 14. Attached hereto as Exhibit "N" is a true and correct partially redacted
4 copy of a January 18, 2012 letter sent to the Nominating and Corporate Governance
5 Committee of the Wynn Resorts Board of Directors on behalf of Aruze USA.

6 15. Attached hereto as Exhibit "O" is a true and correct partially redacted
7 copy of a January 18, 2012 letter sent to Mr. Wynn on behalf of Aruze USA.

8 16. Attached hereto as Exhibit "P" is a true and correct copy of a letter
9 dated February 8, 2012, received by Aruze USA from Mr. Wynn concerning the
10 nomination of qualified candidates to serve as independent directors of Wynn Resorts.

11 17. Attached hereto as Exhibit "Q" is a true and correct copy of Exhibit 1
12 to the Complaint filed by Wynn Resorts in the District Court of Clark County, Nevada on
13 February 19, 2012.

14 18. Attached hereto as Exhibit "R" is a true and correct copy of the
15 document entitled "Respondent's Opposition to Petition for a Writ of Mandamus," filed
16 on behalf of Wynn Resorts in the District Court of Clark County, Nevada on January 27,
17 2012, in Case No. A-12-654522-B.

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I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief. This declaration is executed on June 14, 2012, at Los Angeles, California.

Howard M. Privette

CERTIFICATE OF SERVICE

Pursuant to Federal Rule of Civil Procedure 5(b), I hereby certify that I am an employee of Paul Hastings LLP and that on this 14th day of June, 2012, I caused the document entitled:

**DECLARATION OF HOWARD M. PRIVETTE IN SUPPORT OF
MOTION FOR PRELIMINARY INJUNCTION BY ARUZE USA,
INC. AND UNIVERSAL ENTERTAINMENT CORPORATION**

to be served to parties in this action via the Court's CM/ECF System.

/s/ Howard M. Privette

Howard M. Privette